

8295, 6285-A

REGISTRATION NO. _____ Filed & Recorded

SEP 2 1971 - 12:20 PM

INTERSTATE COMMERCE COMMISSION

FIRST WESTERN BANK AND TRUST COMPANY
235 Montgomery Street
San Francisco, California 94104

September /2, 1971

RECEIVED
SEP 2 12 21 PM '71
I.C.C.
FREE OPERATION BR.

Secretary,
Interstate Commerce Commission,
Washington, D. C. 20423

Dear Sirs:

Herewith for filing and recordation pursuant to Section 20c of the Interstate Commerce Act are nine executed and acknowledged counterparts of each of the following documents:

(1) Conditional Sale Agreement dated as of August 15, 1971, between Marine Industries Limited, as Vendor, Sorel, Quebec, and First Western Bank and Trust Company (the "Purchaser"), as Purchaser, 235 Montgomery Street, San Francisco, California 94104, as Owner-Trustee under a Trust Agreement dated as of August 15, 1971, with United California Bank.

(2) Lease of Railroad Equipment dated as of August 15, 1971 (the "Lease"), between the Purchaser, as Lessor, and Duluth, Winnipeg and Pacific Railway Company (the "Lessee"), as Lessee, 1200 Alworth Building, Duluth, Minnesota 55002, covering the equipment sold to the Purchaser under the above Conditional Sale Agreement.

Please index the foregoing documents under the names, individually, of Marine Industries Limited, the Purchaser and the Lessee.

Both of the above-described documents cover 500 70-ton bulkhead flat cars, to bear the road numbers of Duluth, Winnipeg and Pacific Railway Company DWC 606350 to 606849, inclusive and will be marked "JOHN HANCOCK MUTUAL LIFE INSURANCE COMPANY, BOSTON MASSACHUSETTS, SECURITY-OWNER".

Also enclosed is a check in the amount of \$100 representing the required recording fee.

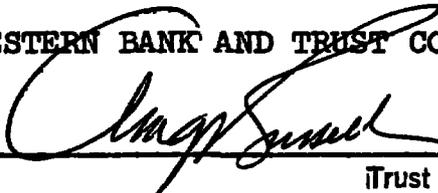
Please file and record in your office two counterparts of the Conditional Sale Agreement, and two counterparts of the Lease.

Please stamp the remaining seven counterparts of each document and, as well, the seven enclosed copies of this letter, with the appropriate recordation data and return them to the delivering messenger along with your letter confirming such recordation, addressed to First Western Bank and Trust Company, 235 Montgomery Street, San Francisco, California 94104, attention of the undersigned, and your fee receipt for the recordation fee.

Very truly yours,

FIRST WESTERN BANK AND TRUST COMPANY

by



Trust Officer

Encls.

BY HAND